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September 28, 2004

RECORDATION NO.

25226-B  
FILED

SEP 28 '04

3-57 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 2004-I

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Supplement No. 1 (BNSF 2004-I), dated as of September 29, 2004, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee") and U.S. Bank Trust National Association, not in its individual capacity but solely as Owner Trustee of the BNSF 2004-I Statutory Trust, as lessor (the "Lessor"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2004-I), dated as of September 29, 2004, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: The Burlington Northern and Santa Fe Railway Company  
2500 Lou Menk Drive  
Fort Worth, Texas 76131-2828

Lessor: U.S. Bank Trust National Association  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, Connecticut 06103  
Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of 60 53' Doublestack Cars bearing the reporting marks

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within the series BNSF 253673 through BNSF 253732, inclusive; 6 40' Doublestack Cars bearing the reporting marks within the series BNSF 237800 through BNSF 237805, inclusive; and 94 Refrigerated Boxcars bearing the reporting marks within the series BNSF 793921 through BNSF 794017; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. 1 (BNSF 2004-I) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2004-I Statutory Trust, as Lessor and The Burlington Northern and Santa Fe Railway Company, as Lessee.

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
53' Doublestack Cars	60	BNSF 253673 through BNSF 253732, inclusive
40' Doublestack Cars	6	BNSF 237800 through BNSF 237805, inclusive
Refrigerated Boxcars	94	BNSF 793921 through BNSF 794008, inclusive BNSF 794010 through BNSF 794013, inclusive BNSF 794015 BNSF 794017

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25226 B FILED

SEP 28 '04

3-57 PM

MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(BNSF 2004-I)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement No. 1, made and entered into as of September 29, 2004, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee, as Lessor ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2004-I), dated as of September 1, 2004 (the "Lease Agreement"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2004-I), dated September 29, 2004, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By

Name: Michael M. Hopkins  
Title: Vice President

Executed on this 16<sup>th</sup> day of September, 2004.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By

Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this \_\_\_\_ day of September, 2004.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(BNSF 2004-I)**

Memorandum of Lease Supplement No. 1, made and entered into as of September 29, 2004, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2004-I), dated as of September 1, 2004 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2004-I), dated September 29, 2004, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

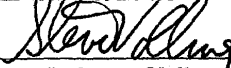
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2004.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

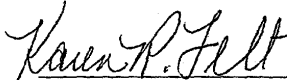
By   
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this 6<sup>th</sup> day of September, 2004.

STATE OF Connecticut )  
 )  
COUNTY OF Hartford ) SS.:

On this, the 16<sup>th</sup> day of September, 2004, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on September 16, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: KAREN R. FELT  
Notary Public My Commission Expires 02/28/2009  
My Commission Expires:  
Residing in Middletown, CT

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of September, 2004, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on September \_\_\_\_, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of September, 2004, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANKTRUST NATIONAL ASSOCIATION, that said instrument was signed on September \_\_\_\_, 2004 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

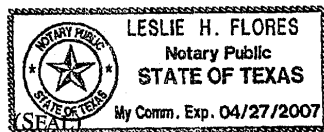
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this 16<sup>th</sup> day of September, 2004, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on September 16, 2004, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Leslie H. Flores  
Name:  
Notary Public -  
My Commission Expires:  
Residing in \_\_\_\_\_

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
53' Doublestack Cars	60	BNSF 253673 through BNSF 253732, inclusive
40' Doublestack Cars	6	BNSF 237800 through BNSF 237805, inclusive
Refrigerated Boxcars	94	BNSF 793921 through BNSF 794008, inclusive BNSF 794010 through BNSF 794013, inclusive BNSF 794015 BNSF 794017